



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4561

February 1, 2010

Erik T. Hoover  
Senior Counsel  
E. I. du Pont de Nemours and Company  
DuPont Legal, D8048-2  
1007 Market Street  
Wilmington, DE 19898

Re: E. I. du Pont de Nemours and Company  
Incoming letter dated December 23, 2009

Dear Mr. Hoover:

This is in response to your letters dated December 23, 2009 and January 14, 2010 concerning the shareholder proposal submitted to DuPont by the International Brotherhood of Dupont Workers. We also have received a letter on the proponent's behalf dated January 4, 2010. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples  
Senior Special Counsel

Enclosures

cc: Kenneth Henley  
General Counsel  
International Brotherhood of Dupont Workers  
One Bala Avenue  
Suite 500  
Bala Cynwyd, PA 19004

February 1, 2010

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: E. I. du Pont de Nemours and Company  
Incoming letter dated December 23, 2009

The proposal relates to a report.

There appears to be some basis for your view that DuPont may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have failed to supply, within 14 days of receipt of DuPont's request, documentary support sufficiently evidencing that it satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if DuPont omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

✓ Julie F. Rizzo  
Attorney-Adviser

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



Erik T. Hoover  
DuPont Legal, D8048-2  
1007 Market Street  
Wilmington, DE 19898  
Telephone: (302) 774-0205  
Facsimile: (302) 355-1958

January 14, 2010

**VIA ELECTRONIC MAIL (shareholderproposals@sec.gov)**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **E. I. DU PONT DE NEMOURS AND COMPANY  
PROXY STATEMENT - 2010 ANNUAL MEETING  
PROPOSAL BY INTERNATIONAL BROTHERHOOD OF DUPONT WORKERS**

Ladies and Gentlemen:

I am writing on behalf of E. I. du Pont de Nemours and Company, a Delaware corporation ("DuPont" or "Company"), in response to the letter submitted on January 4, 2010 (attached hereto as Exhibit A) on behalf of the International Brotherhood of DuPont Workers ("Proponent") addressing DuPont's December 23, 2009 no-action request ("No-Action Request") in the above-referenced matter. Any capitalized terms not defined herein shall have the same meaning ascribed to them in the No-Action Request. This response to the Proponent's position is being submitted via electronic mail in accordance with *Staff Legal Bulletin No. 14D* (Nov. 7, 2008). A copy of this letter is also being sent to the Proponent.

**The Proposal is Excludable under Rules 14a-8(b) and 14a-8(f)(1)**

The Proponent notes in its response that DuPont has on occasion, e-mailed and called its General Counsel or President to notify Proponent of the Company's response to or to work out language issues in its proposal. He does not contend that the Company has ever notified the Proponent in this manner with respect to its evidence of ownership for purposes of the shareholder proposal rules. In the event a proponent fails to submit evidence of ownership of DuPont Common Stock, it is the standard procedure of the Company to notify the proponent in writing of the deficiency, which in this case it did on November 10, 2009. The Company is under no obligation to also notify the Proponent of the deficiency by e-mail or by phone, nor has it adopted this practice. Moreover, the Company issued similar notices to Proponent on a number of other occasions, including in 2008. In 2008, the Proponent also stated in its cover letter that evidence of ownership

was enclosed, when, in fact, it had not been. DuPont treats all shareholders uniformly in this regard and has used this approach with respect to other proponents in the past to ensure compliance by both the Company and the shareholder proponent with the requirements of Rules 14a-8(b) and 14a-8(f)(1).

For the foregoing reasons, DuPont believes that the arguments contained in Proponent's January 4, 2010 letter are without merit. If you have any questions or require additional information, please contact me at (302) 774-0205 or my colleague, Mary Bowler, at (302) 774-5303.

Very Truly Yours,



Erik T. Hoover  
Senior Counsel

ETH  
Hoover, Erik/2010 PROXY STATEMENT SHAREHOLDER PROPOSAL

cc: with attachment  
Jim Flickinger, President  
Kenneth Henley, General Counsel  
International Brotherhood of DuPont Workers  
P.O. Box 10  
Waynesboro, VA 22980  
Facsimile (540) 337-5442  
[ibdw.jim@comcast.net](mailto:ibdw.jim@comcast.net)  
[khenleyesq@aol.com](mailto:khenleyesq@aol.com)

**EXHIBIT A**

# KENNETH HENLEY

ATTORNEY AT LAW

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SUITE 500  
BALA CYNWYD, PENNSYLVANIA 19004

FAX  
(610) 664-3103

E-MAIL  
khenleyesq@aol.com

TELEPHONE  
(610) 664-6130

CELL  
(610) 662-9177

  
January 4, 2010

**Sent By Overnight Mail With Attachments**

JAN 08 2010

U.S. Securities and Exchange Commission  
Division of Corporate Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, DC 20549

**Re: E.I. Dupont DeNemours & Co.  
Proxy Statement – 2010 Annual Meeting  
Proposal Submitted by the International Brotherhood of Dupont Workers**

Ladies and Gentlemen:

I serve as counsel to The International Brotherhood of Dupont Workers ("IBDW" or "Proponent") and am writing to you in response to the request submitted by E.I. DuPont de Nemours & Company ("DuPont") that the Securities and Exchange Commission ("SEC") not recommend any enforcement action if the Proposal submitted by the IBDW is omitted from Dupont's proxy statement for the 2010 Annual Meeting

A copy of the proposal of the IBDW along with the cover letter is attached as Exhibit #1.

DuPont contends that the Proposal may be rejected because the Proponent did not provide evidence of its ownership of Dupont Common Stock with its Proposal or within 14 days after Dupont made such request of the Proponent for evidence ownership of Dupont Common Stock. (Such letter from Dupont, dated December 23, 2009, is attached as Exhibit #2.)

Dupont's letter to the SEC references its follow up letter to the IBDW, dated November 10, 2009, and attached as Exhibit #3, requesting evidence of ownership

Having filed Proposals each year since about 1996, all but two of which were included in the proxy of that respective year, Proponent had always provided evidence of its ownership of the Dupont Common Stock to Dupont. When the Proposal was to be included, either by decision of the SEC or by Dupont itself, Dupont always saw fit to email the president of the union as well as myself, as counsel to the union, to provide Dupont's response to our position. On occasions, Dupont's counsel has emailed and called me, as the union's counsel, to work out language issues in the Proposal.

Proposal Submitted to Dupont by the International Brotherhood of Dupont Workers  
January 4, 2010  
Page 2

On this particular occasion, the Proponent sent in its Proposal and forgot to include with it the evidence of ownership of Dupont Common Stock – but, as indicated in its cover letter (Exhibit #1), thought it had been included. Dupont then apparently sent a letter to the Proponent (Exhibit #3) asking for evidence of ownership of Dupont Common Stock; this letter was apparently misplaced and not provided to the president of the union. No other effort was made by Dupont to contact the president or myself, as counsel for the Proponent, either in writing or by email or by phone.

The rules give the SEC the option of allowing the exclusion of a proposal for failure to provide evidence of ownership within the 14 day period; such exclusion is not required however.

I have enclosed evidence of ownership of the requisite Dupont Common Stock, attached as Exhibit #4. This is the same amount of stock that was owned and accompanied prior Proposals of the Proponent, most recently provided to Dupont in November 2009, when the Proponent submitted a Proposal. Such prior evidence of ownership is attached as Exhibit #5.

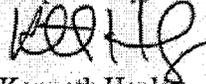
The Proponent regrets not having provided such evidence of ownership in a more timely manner but, given the circumstances, beseeches the SEC to allow its Proposal to be included in the proxy statement.

For all of the above reasons, it is respectfully requested that Dupont be required to include the proposal of the IBDW.

Please note that I have included six copies of this letter and the attachments. Also, I have forwarded a copy of this letter and the attachments to counsel for Dupont.

Also, I would appreciate it if you would stamp the enclosed extra copy of this letter, acknowledging receipt, and return it in the enclosed postage prepaid, self-addressed envelope. This way I will know that this letter has been received. Thanks in advance for doing that.

Respectfully,



Kenneth Henley  
General Counsel, IBDW

cc: Erik Hoover, Senior Counsel, Dupont  
Jim Flickinger, President, IBDW

"Workers Representing DuPont, Bemis And INVISTA Workers"

Erik

James D. Flickinger  
International President  
(Waynesboro, VA)  
(540) 487-7000  
Fax: (540) 337-5442  
E-mail: ibdw.jim@comcast.net

www.dupontworkers.com



Tony Davis  
International Vice-President  
of Organizing  
(Clinton, IA)  
(563) 503-9515  
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Dave Gibson  
Secretary-Treasurer  
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P.O. Box 10  
Waynesboro, VA 22980

Donny Irvin  
International Vice-President  
of Communications  
(Richmond, VA)  
(804) 216-8976  
E-mail: donnyirvin@aol.com

Kenneth Henley  
General Counsel  
(610) 664-6130  
E-mail: khenleysq@aol.com

November 3, 2009

RECEIVED  
NOV 09 2009

BY: VAJ

Mary Bowler, Corporate Secretary  
E.I. Dupont De Nemours & Co.  
1007 Market Street  
Wilmington, DE 19898

**Re: Proxy Proposal**

Dear Ms. Bowler:

The International Brotherhood of Dupont Workers (IBDW) is the owner of sixty (60) shares of Dupont Common Stock that it has owned for more than three years. Evidence of such ownership is attached. The IBDW intends to continue ownership of these shares through the date of the upcoming stockholders' meeting in 2010.

I serve as the president of the IBDW.

Pursuant to 17 CFR Section 240.14a-8, I hereby request that the enclosed stockholder proposal of the IBDW, including the resolution and statement in support thereof, be included in the upcoming Dupont proxy statement.

I also request that if there are any legal or technical problems with this letter or the proposal, I be contacted in a timely manner so I will be able to make any necessary changes.

Most respectfully,

  
Jim Flickinger, President

cc: Kenneth Henley, IBDW General Counsel

EXHIBIT #1

Member Union Locations:  
Clinton, IA \* Louisville, KY \* Old Hickory, TN \* Martinsville, VA  
Philadelphia, PA \* Richmond, VA \* Waynesboro, VA

11/9/2009

The International Brotherhood of Dupont Workers, P.O. Box 10, Waynesboro, VA 22980, owner of 60 shares of Dupont Common Stock, has given notice that it will introduce the following resolution and statement in support thereof:

**Resolved:** That the stockholders of E.I. Dupont De Nemours & Company, assembled in annual meeting in person and by proxy, hereby recommend the following nonbinding proposal: that the Board of Directors prepare a report, to be made available to shareholders four months after the 2010 Annual meeting, that shall review the compensation packages provided to senior executives of the Company and address the following.

1. Comparison of compensation packages for senior executives with that provided to the lowest paid Company employees.
2. Whether there should be a ceiling on compensation provided to senior executives so as to prevent the possibility of excessive compensation.
3. Whether compensation of senior executives should be adjusted in a situation where there is a stated need for employees to be laid off from work.

#### Stockholders' Statement

Pay for executives of Dupont is determined by a Board of Directors. Each member of the Board received annual compensation of between \$250,000 - \$300,000 for their service on the Board in 2008. Yet it does not appear that these members of the Board are required to attend any meetings or even participate in conference calls. Nor is it clear precisely what work, if any, is actually performed by any individual member of the Board.

Given this extraordinarily generous compensation provided to the members of the Board, is it any surprise that these same members have approved extraordinarily generous compensation for executives of Dupont, with the offered justification, generic as it is, that such pay is necessary to retain and motivate these same executives?

Yet virtually nothing is said in the March 2009 report to shareholders about how the employees of Dupont who are not executives are compensated. This failure is no surprise given that these employees have over the past two years been granted the most minimal of wage increases and have experienced the gutting of their pension plan.

This proposal seeks to have the Board address these issues of compensation, issues involving not just the compensation of executives, but the compensation of executives in relation to how the non-executive employees of this company are compensated.

If you AGREE with this proposal, please mark your proxy FOR this resolution.



Erik T. Hoover  
DuPont Legal, D8048-2  
1007 Market Street  
Wilmington, DE 19898  
Telephone: (302) 774-0205  
Facsimile: (302) 355-1958

December 23, 2009

VIA ELECTRONIC MAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

Re: E. I. DU PONT DE NEMOURS AND COMPANY  
PROXY STATEMENT – 2010 ANNUAL MEETING  
PROPOSAL BY INTERNATIONAL BROTHERHOOD OF DUPONT WORKERS

Ladies and Gentlemen:

I am writing on behalf of E. I. du Pont de Nemours and Company, a Delaware corporation (“DuPont” or “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (“Act”), to respectfully request that the Staff of the Division of Corporate Finance (“Staff”) of the Securities and Exchange Commission (“Commission”) concur with DuPont’s view that, for the reasons stated below, the shareholder proposal (“Proposal”) submitted by the International Brotherhood of DuPont Workers (“Proponent”) may properly be omitted from DuPont’s 2010 Annual Meeting Proxy Statement (“Proxy”).

This request is being submitted via electronic mail in accordance with *Staff Legal Bulletin No. 14D* (Nov. 7, 2008). A copy of this letter is also being sent to the Proponent as notice of DuPont’s intent to omit the Proposal from the Proxy. DuPont intends to file the Proxy with the Commission on or about March 19, 2010. Accordingly, we are submitting this letter not less than eighty (80) days before the Company intends to file its definitive proxy statement.

The Proposal reads as follows:

RESOLVED: That the stockholders of E. I. du Pont de Nemours & Company, assembled in annual meeting in person and by proxy, hereby recommend the following nonbinding proposal: that the Board of Directors prepare a report, to be made available to shareholders four months after the 2010 Annual meeting, that shall review the compensation packages provided to senior executives of the Company and address the following.

1. Comparison of compensation packages for senior executives with that provided to the lowest paid Company employees.
2. Whether there should be a ceiling on compensation provided to senior executives so as to prevent the possibility of excessive compensation.
3. Whether compensation of senior executives should be adjusted in a situation where there is a stated need for employees to be laid off from work.

A copy of the Proposal is attached hereto as Exhibit A.

**The Proposal is Excludable Under Rules 14a-8(b) and 14a-8(f)(1)**

DuPont respectfully requests that the Staff concur with its view that the Company may exclude the Proposal from the Proxy because the Proponent has not provided the proof of ownership required to be eligible to submit such proposal for inclusion in the Proxy.

Rule 14a-8(b) provides that "[i]n order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting."

DuPont received the Proposal on November 9, 2009 (see Exhibit A hereto). Proponent's cover letter, dated November 3, 2009, included the following statement: "[t]he International Brotherhood of DuPont Workers (IBDW) is the owner of sixty (60) shares of DuPont Common Stock that it has owned for more than three years. Evidence of such ownership is attached. The IBDW intends to continue ownership of these shares through the date of the upcoming stockholders' meeting in 2010." Despite the foregoing, no evidence of ownership of DuPont Common Stock was included with the cover letter and Proposal.

There are several ways to establish requisite ownership under Rule 14a-8(b) (see *Staff Legal Bulletin 14* (July 13, 2001) ("*SLB 14*"). If the Proponent is a registered shareholder, the Company can verify the shareholder's eligibility independently (see Rule 14a-8(b)(2) and *SLB 14*). DuPont reviewed its records and determined that the Proponent was not a registered shareholder. In the event that the shareholder is not the registered holder, the shareholder has the burden of proving his or her eligibility to submit a proposal to the Company, which must be accomplished in one of two ways:

- He or she can submit a written statement from the record holder of the securities verifying that the shareholder has owned the securities continuously for one year as of the time the shareholder submits the proposal; or

- A shareholder who has filed a Schedule 13D, Schedule 13G, Form 4 or Form 5 reflecting ownership of the securities as of or before the date on which the one-year eligibility period begins may submit copies of these forms and any subsequent amendments reporting a change in ownership level, along with a written statement that he or she has owned the required number of securities continuously for one year as of the time the shareholder submits the proposal (see Rule 14a-8(b)(2) and *SLB 14*).

Proponent did neither of the foregoing. Accordingly, on November 10, 2009, DuPont sent a letter to Proponent ("Deficiency Notice") notifying Proponent that it had failed to include with the Proposal proof of beneficial ownership of DuPont Common Stock, as required under Rules 14a-8(b) and (f). The Deficiency Notice requested that Proponent forward to the Company a brokerage statement or other documentation reflecting its ownership of DuPont Common Stock, as required by such rules, a copy of which were enclosed with the Deficiency Notice and specifically brought to the attention of Proponent (see Exhibit B hereto). As of the date of this letter, Proponent has not responded to the Deficiency Notice.

If a proponent fails to follow Rule 14a-8(b), Rule 14a-8(f)(1) provides that the Company may exclude the Proposal, but only after it has notified the Proponent in writing of the procedural or eligibility deficiencies, as well as of the time frame for the Proponent's response thereto within 14 calendar days of receiving the Proposal, and the Proponent fails adequately to correct it. The Company has satisfied the notice requirement and has received no response from the Proponent.

The Staff has consistently permitted companies to exclude shareholder proposals because a proponent or its qualified representative failed to establish requisite ownership under Rule 14a-8(b). See, e.g., *KeyCorp* (Jan. 9, 2009); *Eli Lilly and Company* (Dec. 31, 2008); *General Electric Company* (Dec. 31, 2008); *Qwest Communications International Inc.* (Feb. 28, 2008); *General Motors Corporation* (Feb. 19, 2008); *Occidental Petroleum Corporation* (Nov. 21, 2007); *Torotel, Inc.* (Aug. 29, 2007); *Dell Inc.* (April 2, 2007); *International Paper Company* (Feb. 28, 2007); and *H. J. Heinz Company* (May 23, 2006).

For the foregoing reasons, DuPont respectfully requests that the Staff concur with its opinion that the Company may exclude the Proposal from its Proxy under Rules 14a-8(b) and 14a-8(f)(1).

If you have any questions or require additional information, please contact me at (302) 774-0205 or my colleague, Mary Bowler, at (302) 774-5303.

Very Truly Yours,



Erik T. Hoover  
Senior Counsel

ETH  
Hoover, Erik/Proxy STATEMENT SHAREHOLDER PROPOSAL

cc: with attachment  
James D. Flickinger  
P.O. Box 10  
Waynesboro, VA 22980  
Fax (540) 337-5442  
[ibdwtjim@comcast.com](mailto:ibdwtjim@comcast.com)

Kenneth Henley  
One Bala Avenue, Suite 500  
Bala Cynwyd, PA 19004  
Fax (610) 664-3103  
[khenleyesq@aol.com](mailto:khenleyesq@aol.com)



DuPont Legal  
1007 Market Street, D9058  
Wilmington, DE 19898  
Tel. (302) 774-5303; Fax (302) 774-4031  
E-mail: Mary.E.Bowler@usa.dupont.com

November 10, 2009

Mr. James D. Flickinger  
International President  
International Brotherhood of DuPont Workers  
P. O. Box 10  
Waynesboro, VA 22980

Dear Jim:

This is to confirm that DuPont has received your letter dated November 3, 2009, in which you request that the Company include in the proxy materials for the 2010 Annual Meeting a proposal related to compensation relationships.

SEC Rules 14a-8(b) and (f), copies of which are enclosed, require proponents of shareholder proposals to provide documentary support for beneficial ownership of the Company's common stock. Please forward to me a brokerage statement or other documentation reflecting your ownership of DuPont stock, as required by the enclosed rules.

We will advise you in due course of management's position on your proposal.

Very truly yours,

Mary E. Bowler  
Corporate Secretary and  
Corporate Counsel

cc: Erik Hoover

enclosure

EXHIBIT #3



10200 Forest Green Boulevard | Suite 500 | Louisville, KY 40223  
502.426.0790 | 800.230.0790 | fax 502.426.0865

December 30, 2009

Mr. Dave Gibson  
International Brotherhood of Dupont Workers  
6635 Montague Street  
Philadelphia, PA 19135-2608

Dear Mr. Gibson,

**RE: Hilliard Lyons Account**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Use this letter to verify security positions in the above named account as follows:

- 60 shares of EI Du Pont de Nemours & Co. purchased 07/31/1995. Value on 12/29/2009 is \$2,032.80.

Please call us at 800-230-0790 should you need further validation or clarification for this account.

Sincerely,

A handwritten signature in cursive script that reads "Sarah Laswell".

Sarah Laswell  
Registered Assistant to  
George Graham and  
Kelli Price

EXHIBIT #4



10200 Forest Green Boulevard | Suite 500 | Louisville, KY 40223  
502.426.0790 | 800.230.0790 | fax 502.426.0865

November 14, 2008

Mr. Dave Gibson  
International Brotherhood of Dupont Workers  
6635 Montague Street  
Philadelphia, PA 19135-2608

Dear Mr. Gibson,

RE: **Hilliard Lyons Account** \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Use this letter to verify security positions in the above named account as follows:

- 60 shares of DuPont E.I. De Nemour & Co. purchased 07/31/1995. Value as of 11/13/2008 \$1757.50

Please call us at 800-230-0790 should you need further validation or clarification for this account.

Sincerely,

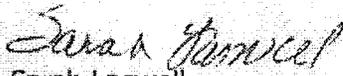
  
Sarah Laswell  
Registered Assistant to  
George Graham and  
Kelli Price

EXHIBIT #5

# KENNETH HENLEY

ATTORNEY AT LAW

ONE BALA AVENUE  
SUITE 500

BALA CYNWYD, PENNSYLVANIA 19004



January 4, 2010

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khenleyesq@aol.com

TELEPHONE  
(610) 664-6130

CELL  
(610) 662-9177

## Sent By Overnight Mail With Attachments

U.S. Securities and Exchange Commission  
Division of Corporate Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, DC 20549

**Re: E.I. Dupont DeNemours & Co.  
Proxy Statement – 2010 Annual Meeting  
Proposal Submitted by the International Brotherhood of Dupont Workers**

Ladies and Gentlemen:

I serve as counsel to The International Brotherhood of Dupont Workers (“IBDW” or “Proponent”) and am writing to you in response to the request submitted by E.I. DuPont de Nemours & Company (“DuPont”) that the Securities and Exchange Commission (“SEC”) not recommend any enforcement action if the Proposal submitted by the IBDW is omitted from Dupont’s proxy statement for the 2010 Annual Meeting

A copy of the proposal of the IBDW along with the cover letter is attached as Exhibit #1.

DuPont contends that the Proposal may be rejected because the Proponent did not provide evidence of its ownership of Dupont Common Stock with its Proposal or within 14 days after Dupont made such request of the Proponent for evidence ownership of Dupont Common Stock. (Such letter from Dupont, dated December 23, 2009, is attached as Exhibit #2.)

Dupont’s letter to the SEC references its follow up letter to the IBDW, dated November 10, 2009, and attached as Exhibit #3, requesting evidence of ownership

Having filed Proposals each year since about 1996, all but two of which were included in the proxy of that respective year, Proponent had always provided evidence of its ownership of the Dupont Common Stock to Dupont. When the Proposal was to be included, either by decision of the SEC or by Dupont itself, Dupont always saw fit to email the president of the union as well as myself, as counsel to the union, to provide Dupont’s response to our position. On occasions, Dupont’s counsel has emailed and called me, as the union’s counsel, to work out language issues in the Proposal.

RECEIVED  
2010 JAN -5 PM 12:42  
OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATE FINANCE

Proposal Submitted to Dupont by the International Brotherhood of Dupont Workers  
January 4, 2010  
Page 2

On this particular occasion, the Proponent sent in its Proposal and forgot to include with it the evidence of ownership of Dupont Common Stock – but, as indicated in its cover letter (Exhibit #1), thought it had been included. Dupont then apparently sent a letter to the Proponent (Exhibit #3) asking for evidence of ownership of Dupont Common Stock; this letter was apparently misplaced and not provided to the president of the union. No other effort was made by Dupont to contact the president or myself, as counsel for the Proponent, either in writing or by email or by phone.

The rules give the SEC the option of allowing the exclusion of a proposal for failure to provide evidence of ownership within the 14 day period; such exclusion is not required however.

I have enclosed evidence of ownership of the requisite Dupont Common Stock, attached as Exhibit #4. This is the same amount of stock that was owned and accompanied prior Proposals of the Proponent, most recently provided to Dupont in November 2009, when the Proponent submitted a Proposal. Such prior evidence of ownership is attached as Exhibit #5.

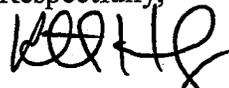
The Proponent regrets not having provided such evidence of ownership in a more timely manner but, given the circumstances, beseeches the SEC to allow its Proposal to be included in the proxy statement.

For all of the above reasons, it is respectfully requested that Dupont be required to include the proposal of the IBDW.

Please note that I have included six copies of this letter and the attachments. Also, I have forwarded a copy of this letter and the attachments to counsel for Dupont.

Also, I would appreciate it if you would stamp the enclosed extra copy of this letter, acknowledging receipt, and return it in the enclosed postage prepaid, self-addressed envelope. This way I will know that this letter has been received. Thanks in advance for doing that.

Respectfully,



Kenneth Henley  
General Counsel, IBDW

cc: Erik Hoover, Senior Counsel, Dupont  
Jim Flickinger, President, IBDW

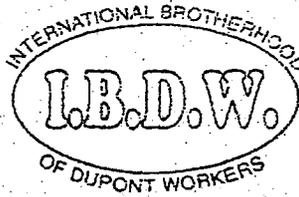
# INTERNATIONAL BROTHERHOOD OF DUPONT WORKERS

"Workers Representing DuPont, Bemis And INVISTA Workers"

Erik

**James D. Flickinger**  
International President  
(Waynesboro, VA)  
(540) 487-7000  
Fax: (540) 337-5442  
E-mail: ibdw.jim@comcast.net

www.dupontworkers.com



**Tony Davis**  
International Vice-President  
of Organizing  
(Clinton, IA)  
(563) 503-9515  
E-mail: tonyheather@mchsi.com

**Dave Gibson**  
Secretary-Treasurer  
(215) 539-6261  
(Philadelphia, PA)  
E-mail: dj.gibson@verizon.net

P.O. Box 10  
Waynesboro, VA 22980

**Donny Irvin**  
International Vice-President  
of Communications  
(Richmond, VA)  
(804) 216-8976  
E-mail: donnyirvin@aol.com

**Kenneth Henley**  
General Counsel  
(610) 664-6130  
E-mail: khenleyesq@aol.com

November 3, 2009

RECEIVED  
NOV 09 2009

BY: VA

Mary Bowler, Corporate Secretary  
E.I. Dupont De Nemours & Co.  
1007 Market Street  
Wilmington, DE 19898

## Re: Proxy Proposal

Dear Ms. Bowler:

The International Brotherhood of Dupont Workers (IBDW) is the owner of sixty (60) shares of Dupont Common Stock that it has owned for more than three years. Evidence of such ownership is attached. The IBDW intends to continue ownership of these shares through the date of the upcoming stockholders' meeting in 2010.

I serve as the president of the IBDW.

Pursuant to 17 CFR Section 240.14a-8, I hereby request that the enclosed stockholder proposal of the IBDW, including the resolution and statement in support thereof, be included in the upcoming Dupont proxy statement.

I also request that if there are any legal or technical problems with this letter or the proposal, I be contacted in a timely manner so I will be able to make any necessary changes.

Most respectfully,

  
Jim Flickinger, President

cc: Kenneth Henley, IBDW General Counsel

EXHIBIT #1

Member Union Locations:

Clinton, IA \* Louisville, KY \* Old Hickory, TN \* Martinsville, VA  
Philadelphia, PA \* Richmond, VA \* Waynesboro, VA

11/9/2009

The International Brotherhood of Dupont Workers, P.O. Box 10, Waynesboro, VA 22980, owner of 60 shares of Dupont Common Stock, has given notice that it will introduce the following resolution and statement in support thereof:

**Resolved:** That the stockholders of E.I. Dupont De Nemours & Company, assembled in annual meeting in person and by proxy, hereby recommend the following nonbinding proposal: that the Board of Directors prepare a report, to be made available to shareholders four months after the 2010 Annual meeting, that shall review the compensation packages provided to senior executives of the Company and address the following.

1. Comparison of compensation packages for senior executives with that provided to the lowest paid Company employees.
2. Whether there should be a ceiling on compensation provided to senior executives so as to prevent the possibility of excessive compensation.
3. Whether compensation of senior executives should be adjusted in a situation where there is a stated need for employees to be laid off from work.

#### **Stockholders' Statement**

Pay for executives of Dupont is determined by a Board of Directors. Each member of the Board received annual compensation of between \$250,000 - \$300,000 for their service on the Board in 2008. Yet it does not appear that these members of the Board are required to attend any meetings or even participate in conference calls. Nor is it clear precisely what work, if any, is actually performed by any individual member of the Board.

Given this extraordinarily generous compensation provided to the members of the Board, is it any surprise that these same members have approved extraordinarily generous compensation for executives of Dupont, with the offered justification, generic as it is, that such pay is necessary to retain and motivate these same executives?

Yet virtually nothing is said in the March 2009 report to shareholders about how the employees of Dupont who are not executives are compensated. This failure is no surprise given that these employees have over the past two years been granted the most minimal of wage increases and have experienced the gutting of their pension plan.

This proposal seeks to have the Board address these issues of compensation, issues involving not just the compensation of executives, but the compensation of executives in relation to how the non-executive employees of this company are compensated.

If you **AGREE** with this proposal, please mark your proxy **FOR** this resolution.



Erik T. Hoover  
DuPont Legal, D8048-2  
1007 Market Street  
Wilmington, DE 19898  
Telephone: (302) 774-0205  
Facsimile: (302) 355-1958

December 23, 2009

VIA ELECTRONIC MAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

Re: E. I. DU PONT DE NEMOURS AND COMPANY  
PROXY STATEMENT – 2010 ANNUAL MEETING  
PROPOSAL BY INTERNATIONAL BROTHERHOOD OF DUPONT WORKERS

Ladies and Gentlemen:

I am writing on behalf of E. I. du Pont de Nemours and Company, a Delaware corporation (“DuPont” or “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (“Act”), to respectfully request that the Staff of the Division of Corporate Finance (“Staff”) of the Securities and Exchange Commission (“Commission”) concur with DuPont’s view that, for the reasons stated below, the shareholder proposal (“Proposal”) submitted by the International Brotherhood of DuPont Workers (“Proponent”) may properly be omitted from DuPont’s 2010 Annual Meeting Proxy Statement (“Proxy”).

This request is being submitted via electronic mail in accordance with *Staff Legal Bulletin No. 14D* (Nov. 7, 2008). A copy of this letter is also being sent to the Proponent as notice of DuPont’s intent to omit the Proposal from the Proxy. DuPont intends to file the Proxy with the Commission on or about March 19, 2010. Accordingly, we are submitting this letter not less than eighty (80) days before the Company intends to file its definitive proxy statement.

The Proposal reads as follows:

RESOLVED: That the stockholders of E. I. du Pont de Nemours & Company, assembled in annual meeting in person and by proxy, hereby recommend the following nonbinding proposal: that the Board of Directors prepare a report, to be made available to shareholders four months after the 2010 Annual meeting, that shall review the compensation packages provided to senior executives of the Company and address the following.

1. Comparison of compensation packages for senior executives with that provided to the lowest paid Company employees.
2. Whether there should be a ceiling on compensation provided to senior executives so as to prevent the possibility of excessive compensation.
3. Whether compensation of senior executives should be adjusted in a situation where there is a stated need for employees to be laid off from work.

A copy of the Proposal is attached hereto as Exhibit A.

**The Proposal is Excludable Under Rules 14a-8(b) and 14a-8(f)(1)**

DuPont respectfully requests that the Staff concur with its view that the Company may exclude the Proposal from the Proxy because the Proponent has not provided the proof of ownership required to be eligible to submit such proposal for inclusion in the Proxy.

Rule 14a-8(b) provides that “[i]n order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.”

DuPont received the Proposal on November 9, 2009 (see Exhibit A hereto). Proponent's cover letter, dated November 3, 2009, included the following statement: “[t]he International Brotherhood of DuPont Workers (IBDW) is the owner of sixty (60) shares of DuPont Common Stock that it has owned for more than three years. Evidence of such ownership is attached. The IBDW intends to continue ownership of these shares through the date of the upcoming stockholders' meeting in 2010.” Despite the foregoing, no evidence of ownership of DuPont Common Stock was included with the cover letter and Proposal.

There are several ways to establish requisite ownership under Rule 14a-8(b) (see *Staff Legal Bulletin 14* (July 13, 2001) (“*SLB 14*”). If the Proponent is a registered shareholder, the Company can verify the shareholder's eligibility independently (see Rule 14a-8(b)(2) and *SLB 14*). DuPont reviewed its records and determined that the Proponent was not a registered shareholder. In the event that the shareholder is not the registered holder, the shareholder has the burden of proving his or her eligibility to submit a proposal to the Company, which must be accomplished in one of two ways:

- He or she can submit a written statement from the record holder of the securities verifying that the shareholder has owned the securities continuously for one year as of the time the shareholder submits the proposal; or

- A shareholder who has filed a Schedule 13D, Schedule 13G, Form 4 or Form 5 reflecting ownership of the securities as of or before the date on which the one-year eligibility period begins may submit copies of these forms and any subsequent amendments reporting a change in ownership level, along with a written statement that he or she has owned the required number of securities continuously for one year as of the time the shareholder submits the proposal (see Rule 14a-8(b)(2) and *SLB 14*).

Proponent did neither of the foregoing. Accordingly, on November 10, 2009, DuPont sent a letter to Proponent ("Deficiency Notice") notifying Proponent that it had failed to include with the Proposal proof of beneficial ownership of DuPont Common Stock, as required under Rules 14a-8(b) and (f). The Deficiency Notice requested that Proponent forward to the Company a brokerage statement or other documentation reflecting its ownership of DuPont Common Stock, as required by such rules, a copy of which were enclosed with the Deficiency Notice and specifically brought to the attention of Proponent (see Exhibit B hereto). As of the date of this letter, Proponent has not responded to the Deficiency Notice.

If a proponent fails to follow Rule 14a-8(b), Rule 14a-8(f)(1) provides that the Company may exclude the Proposal, but only after it has notified the Proponent in writing of the procedural or eligibility deficiencies, as well as of the time frame for the Proponent's response thereto within 14 calendar days of receiving the Proposal, and the Proponent fails adequately to correct it. The Company has satisfied the notice requirement and has received no response from the Proponent.

The Staff has consistently permitted companies to exclude shareholder proposals because a proponent or its qualified representative failed to establish requisite ownership under Rule 14a-8(b). See, e.g., *KeyCorp* (Jan. 9, 2009); *Eli Lilly and Company* (Dec. 31, 2008); *General Electric Company* (Dec. 31, 2008); *Qwest Communications International Inc.* (Feb. 28, 2008); *General Motors Corporation* (Feb. 19, 2008); *Occidental Petroleum Corporation* (Nov. 21, 2007); *Torotel, Inc.* (Aug. 29, 2007); *Dell Inc.* (April 2, 2007); *International Paper Company* (Feb. 28, 2007); and *H. J. Heinz Company* (May 23, 2006).

For the foregoing reasons, DuPont respectfully requests that the Staff concur with its opinion that the Company may exclude the Proposal from its Proxy under Rules 14a-8(b) and 14a-8(f)(1).

If you have any questions or require additional information, please contact me at (302) 774-0205 or my colleague, Mary Bowler, at (302) 774-5303.

Very Truly Yours,



Erik T. Hoover  
Senior Counsel

ETH  
Hoover, Erik/Proxy STATEMENT SHAREHOLDER PROPOSAL

cc: with attachment  
James D. Flickinger  
P.O. Box 10  
Waynesboro, VA 22980  
Fax (540) 337-5442  
[ibdwiim@comcast.com](mailto:ibdwiim@comcast.com)

Kenneth Henley  
One Bala Avenue, Suite 500  
Bala Cynwyd, PA 19004  
Fax (610) 664-3103  
[khenleyesq@aol.com](mailto:khenleyesq@aol.com)



DuPont Legal  
1007 Market Street, D9058  
Wilmington, DE 19898  
Tel. (302) 774-5303; Fax (302) 774-4031  
E-mail: Mary.E.Bowler@usa.dupont.com

November 10, 2009

Mr. James D. Flickinger  
International President  
International Brotherhood of DuPont Workers  
P. O. Box 10  
Waynesboro, VA 22980

Dear Jim:

This is to confirm that DuPont has received your letter dated November 3, 2009, in which you request that the Company include in the proxy materials for the 2010 Annual Meeting a proposal related to compensation relationships.

SEC Rules 14a-8(b) and (f), copies of which are enclosed, require proponents of shareholder proposals to provide documentary support for beneficial ownership of the Company's common stock. Please forward to me a brokerage statement or other documentation reflecting your ownership of DuPont stock, as required by the enclosed rules.

We will advise you in due course of management's position on your proposal.

Very truly yours,

Mary E. Bowler  
Corporate Secretary and  
Corporate Counsel

cc: Erik Hoover

enclosure

EXHIBIT #3



10200 Forest Green Boulevard | Suite 500 | Louisville, KY 40223  
502.426.0790 | 800.230.0790 | fax 502.426.0865

December 30, 2009

Mr. Dave Gibson  
International Brotherhood of Dupont Workers  
6635 Montague Street  
Philadelphia, PA 19135-2608

Dear Mr. Gibson,

**RE: Hilliard Lyons Account** \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Use this letter to verify security positions in the above named account as follows:

- 60 shares of EI Du Pont de Nemours & Co. purchased 07/31/1995. Value on 12/29/2009 is \$2,032.80.

Please call us at 800-230-0790 should you need further validation or clarification for this account.

Sincerely,

Sarah Laswell  
Registered Assistant to  
George Graham and  
Kelli Price

EXHIBIT #4



**HILLIARD LYONS**

10200 Forest Green Boulevard | Suite 500 | Louisville, KY 40223  
502.426.0790 | 800.230.0790 | fax 502.426.0865

November 14, 2008

Mr. Dave Gibson  
International Brotherhood of Dupont Workers  
6635 Montague Street  
Philadelphia, PA 19135-2608

Dear Mr. Gibson,

**RE: Hilliard Lyons Account**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Use this letter to verify security positions in the above named account as follows:

- 60 shares of DuPont E.I. De Nemour & Co. purchased 07/31/1995. Value as of 11/13/2008 \$1757.50

Please call us at 800-230-0790 should you need further validation or clarification for this account.

Sincerely,

*Sarah Laswell*  
Sarah Laswell  
Registered Assistant to  
George Graham and  
Kelli Price

EXHIBIT #5



Erik T. Hoover  
DuPont Legal, D8048-2  
1007 Market Street  
Wilmington, DE 19898  
Telephone: (302) 774-0205  
Facsimile: (302) 355-1958

December 23, 2009

**VIA ELECTRONIC MAIL (shareholderproposals@sec.gov)**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

Re: E. I. DU PONT DE NEMOURS AND COMPANY  
PROXY STATEMENT – 2010 ANNUAL MEETING  
PROPOSAL BY INTERNATIONAL BROTHERHOOD OF DUPONT WORKERS

Ladies and Gentlemen:

I am writing on behalf of E. I. du Pont de Nemours and Company, a Delaware corporation (“DuPont” or “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (“Act”), to respectfully request that the Staff of the Division of Corporate Finance (“Staff”) of the Securities and Exchange Commission (“Commission”) concur with DuPont’s view that, for the reasons stated below, the shareholder proposal (“Proposal”) submitted by the International Brotherhood of DuPont Workers (“Proponent”) may properly be omitted from DuPont’s 2010 Annual Meeting Proxy Statement (“Proxy”).

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The Proposal reads as follows:

RESOLVED: That the stockholders of E. I. du Pont de Nemours & Company, assembled in annual meeting in person and by proxy, hereby recommend the following nonbinding proposal: that the Board of Directors prepare a report, to be made available to shareholders four months after the 2010 Annual meeting, that shall review the compensation packages provided to senior executives of the Company and address the following.

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**The Proposal is Excludable Under Rules 14a-8(b) and 14a-8(f)(1)**

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For the foregoing reasons, DuPont respectfully requests that the Staff concur with its opinion that the Company may exclude the Proposal from its Proxy under Rules 14a-8(b) and 14a-8(f)(1).

If you have any questions or require additional information, please contact me at (302) 774-0205 or my colleague, Mary Bowler, at (302) 774-5303.

Very Truly Yours,



Erik T. Hoover  
Senior Counsel

ETH  
Hoover, Erik/Proxy STATEMENT SHAREHOLDER PROPOSAL

cc: with attachment

James D. Flickinger  
P.O. Box 10  
Waynesboro, VA 22980  
Fax (540) 337-5442  
[ibd.w.jim@comcast.com](mailto:ibd.w.jim@comcast.com)

Kenneth Henley  
One Bala Avenue, Suite 500  
Bala Cynwyd, PA 19004  
Fax (610) 664-3103  
[khenleyesq@aol.com](mailto:khenleyesq@aol.com)

**EXHIBIT A**

# INTERNATIONAL BROTHERHOOD OF DUPONT WORKERS

"Workers Representing DuPont, Bemis And INVISTA Workers"

Erik

**James D. Flickinger**  
International President  
(Waynesboro, VA)  
(540) 487-7000  
Fax: (540) 337-5442  
E-mail: ibdw.jim@comcast.net

www.dupontworkers.com



**Tony Davis**  
International Vice-President  
of Organizing  
(Clinton, IA)  
(563) 503-9515  
E-mail: tonymheather@mchsi.com

**Dave Gibson**  
Secretary-Treasurer  
(215) 539-6261  
(Philadelphia, PA)  
E-mail: dj.gibson@verizon.net

P.O. Box 10  
Waynesboro, VA 22980

**Donny Irvin**  
International Vice-President  
of Communications  
(Richmond, VA)  
(804) 216-8976  
E-mail: donnyirvin@aol.com

**Kenneth Henley**  
General Counsel  
(610) 664-6130  
E-mail: khenleyesq@aol.com

November 3, 2009

RECEIVED  
NOV 09 2009

BY: *VAD*

Mary Bowler, Corporate Secretary  
E.I. Dupont De Nemours & Co.  
1007 Market Street  
Wilmington, DE 19898

## Re: Proxy Proposal

Dear Ms. Bowler:

The International Brotherhood of Dupont Workers (IBDW) is the owner of sixty (60) shares of Dupont Common Stock that it has owned for more than three years. Evidence of such ownership is attached. The IBDW intends to continue ownership of these shares through the date of the upcoming stockholders' meeting in 2010.

I serve as the president of the IBDW.

Pursuant to 17 CFR Section 240.14a-8, I hereby request that the enclosed stockholder proposal of the IBDW, including the resolution and statement in support thereof, be included in the upcoming Dupont proxy statement.

I also request that if there are any legal or technical problems with this letter or the proposal, I be contacted in a timely manner so I will be able to make any necessary changes.

Most respectfully,

  
Jim Flickinger, President

cc: Kenneth Henley, IBDW General Counsel

Member Union Locations:  
Clinton, IA \* Louisville, KY \* Old Hickory, TN \* Martinsville, VA  
Philadelphia, PA \* Richmond, VA \* Waynesboro, VA

11/9/2009

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#### **Stockholders' Statement**

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Given this extraordinarily generous compensation provided to the members of the Board, is it any surprise that these same members have approved extraordinarily generous compensation for executives of Dupont, with the offered justification, generic as it is, that such pay is necessary to retain and motivate these same executives?

Yet virtually nothing is said in the March 2009 report to shareholders about how the employees of Dupont who are not executives are compensated. This failure is no surprise given that these employees have over the past two years been granted the most minimal of wage increases and have experienced the gutting of their pension plan.

This proposal seeks to have the Board address these issues of compensation, issues involving not just the compensation of executives, but the compensation of executives in relation to how the non-executive employees of this company are compensated.

If you **AGREE** with this proposal, please mark your proxy **FOR** this resolution.

— STOCKHOLDER PROPOSAL  
ON

The International Brotherhood of Dupont Workers, P.O. Box 10, Waynesboro, VA 22980, owner of 60 shares of DuPont Common Stock, has given notice that it will introduce the following resolution and statement in support thereof:

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This proposal seeks to have the Board address these issues of compensation, issues involving not just the compensation of executives, but the compensation of executives in relation to how the non-executive employees of this company are compensated.

If you AGREE with this proposal, please mark your proxy FOR this resolution.

## **EXHIBIT B**



DuPont Legal  
1007 Market Street, D9058  
Wilmington, DE 19898  
Tel. (302) 774-5303; Fax (302) 774-4031  
E-mail: Mary.E.Bowler@usa.dupont.com

November 10, 2009

Mr. James D. Flickinger  
International President  
International Brotherhood of DuPont Workers  
P. O. Box 10  
Waynesboro, VA 22980

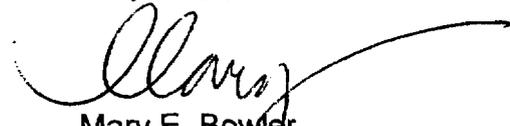
Dear Jim:

This is to confirm that DuPont has received your letter dated November 3, 2009, in which you request that the Company include in the proxy materials for the 2010 Annual Meeting a proposal related to compensation relationships.

SEC Rules 14a-8(b) and (f), copies of which are enclosed, require proponents of shareholder proposals to provide documentary support for beneficial ownership of the Company's common stock. Please forward to me a brokerage statement or other documentation reflecting your ownership of DuPont stock, as required by the enclosed rules.

We will advise you in due course of management's position on your proposal.

Very truly yours,



Mary E. Bowler  
Corporate Secretary and  
Corporate Counsel

cc: Erik Hoover

enclosure

## Rule 14a-8. Shareholder Proposals.

This rule addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this rule in a question-and-answer format so that it is easier to understand. The references to "you" are [directed] to a shareholder seeking to submit the proposal.

(a) *Question 1:* What is a proposal?

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this rule refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2:* Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement;

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) *Question 3:* How many proposals may I submit?

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be?

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5:* What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q or 10-QSB, or in shareholder reports of investment companies under Rule 30d-1 of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(f) *Question 6:* What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this rule?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below (Rule 14a-8(j)).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7:* Who has the burden of persuading the Commission or its staff that my proposal can be excluded?